

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

#### IDAHO-WASHINGTON RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of IDAHO-WASHINGTON RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INCORPORATED duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 17, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
\_\_\_\_\_  
Corporation Clerk

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**ARTICLES of INCORPORATION of the IDAHO-WASHINGTON  
RESOURCE CONSERVATION and DEVELOPMENT  
COUNCIL, INCORPORATED**

The undersigned, in order to form a corporation for the purpose hereinafter stated, and in accordance and pursuant to the laws of the State of Idaho, do hereby certify as follows:

**ARTICLE I - NAME**

The name of the corporation is Idaho-Washington Resource Conservation and Development Council, Incorporated.

**ARTICLE II - TYPE OF CORPORATION**

Idaho-Washington Resource Conservation and Development Council, Incorporated is a non-profit corporation.

**ARTICLE III - DURATION**

The duration of the existence of this corporation shall be perpetual.

**ARTICLE IV - PURPOSE**

The corporation is organized for the purpose of promoting the education, planning, development, and implementation of programs which will improve and enhance the social, economic, and environmental conditions within the corporation's geographical boundary of Benewah, Kootenai, Shoshone, Boundary, Bonner Counties in Idaho and Ferry, Stevens, Pend Orielle, Spokane, Whitman Counties in Washington.

**ARTICLE VI - MANAGEMENT**

Management of the corporation is vested with the members. A Board of Directors shall exist to manage specific activities, with limited authorities granted by the members and set forth in the by-laws, pursuant to section 30-314 (c) of the Idaho Code. The initial Board of Directors shall be the same individuals listed as the Incorporators in Article XI.

**ARTICLE VII - SURPLUS FUNDS AND DISSOLUTION**

The corporation is not organized for monetary profit and shall have no power to declare dividends. No part of any income shall accrue to the benefit of any member, or any private persons except that the corporation is authorized and empowered to pay reasonable compensation for services rendered.

In the event of dissolution of this corporation, all business, property, and assets of the corporation shall be distributed to Idaho Association of Soil Conservation Districts, which is a non-profit corporation, organized and operated for educational and conservation purposes, and has established its tax exempt status under section 501(c)3 of the Internal Revenue Code.

In the event Idaho Association of Soil Conservation Districts is no longer in existence and/or no longer a qualified distributee, unwilling or unable to accept the distribution, the assets shall be distributed to Western RC&D Association, which is a non-profit corporation, organized and operated for educational and conservation purposes, and which has established its tax exempt status under section 501(c)3 of the Internal Revenue Code.

**ARTICLE VIII - ALLOWABLE ACTIVITIES**

Notwithstanding any other provision of these articles, the corporation shall not engage in any other activities not permitted (a) by a corporation exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IX - REGISTERED OFFICE AND AGENT**

The address of the initial registered office shall be:  
Idaho-Washington RC&D Council, Inc.  
1620-B N.W. Blvd.  
Coeur d'Alene, Idaho 83814

The initial registered agent shall be Ray Delay.

**ARTICLE X - INCORPORATORS**

Ray Delay  
Rt. 1 Box 37  
Athol, ID 83801

Ray Delay  
President

Dan Boone  
Rt. 2 Box 338  
Pullman, WA 99163

Dan Boone  
Vice President

Jim Hiebert  
1082 Tweedle Road  
Newport, WA 99156

Jim Hiebert  
Secretary

Donald Heikkila  
Rt. 1 Box 29  
Harrison, ID 83833

Donald W. Heikkila  
Treasurer